Golden Stephen John Form 4 March 22, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

Expires:

January 31, 2005

response...

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person ** Golden Stephen John			2. Issuer Name and Ticker or Trading Symbol CLEAN DIESEL TECHNOLOGIES INC [CDTI]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
		(Mor 03/2	3. Date of Earliest Transaction (Month/Day/Year) 03/20/2013				Director 10% Owner X Officer (give title Other (specify below)			
	(Street)	4. If	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Month/Da				h/Day/Year)			Applicable Line) _X_Form filed by One Reporting Person			
VENTURA	, CA 93003							Iore than One Re		
(City)	(State)	(Zip)	Table I - Non-D	erivative	Secui	rities Acqu	uired, Disposed of	, or Beneficiall	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code ear) (Instr. 8)	4. Securin(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	03/20/2013		M	6,536	A	\$ 0 (1)	21,088	D		
Common	03/21/2013		S(2)	3,373	D	\$ 2 1532	17,715	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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2.1532

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	(3)	03/20/2013		M		6,536	<u>(4)</u>	<u>(4)</u>	Common Stock	6,536
Restricted Share Units	<u>(3)</u>	03/20/2013		A	25,498		<u>(5)</u>	(5)	Common Stock	25,498

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 6	Director	10% Owner	Officer	Other		
Golden Stephen John C/O CLEAN DIESEL TECHNOLOGIES, INC. 4567 TELEPHONE ROAD, SUITE 100 VENTURA, CA 93003			Chief Technology Officer			

Signatures

/s/Kristi Cushing for Stephen J.
Golden
03/22/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares of Common Stock acquired upon vesting of Restricted Share Units (RSUs) granted February 22, 2012 pursuant to the CDTI Stock Incentive Plan.
- (2) Shares were sold to cover the reporting person's tax obligation in connection with the vesting of RSUs and conversion into shares of Common Stock.
- (3) Each RSU represents a contingent right to receive one share of CDTI common stock.
- RSUs vest as to 1/3 on each of March 20, 2013, March 20, 2014, and March 20, 2015. Issuance will occur on vest date subject to compliance with Issuer's Insider Trading Policy and all applicable requirements of federal, state or foreign law with respect to such securities. RSUs that have not vested at the time of the reporting person's termination of service, for any or no reason other than death, will be forfeited.
- (5) RSUs vest as to 1/3 on each the first, second and third anniversaries of the grant date. Issuance will occur on vest date subject to compliance with Issuer's Insider Trading Policy and all applicable requirements of federal, state or foreign law with respect to such securities. RSUs that have not vested at the time of the reporting person's termination of service, for any or no reason other than death,

Reporting Owners 2

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will be forfeited.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.